

The NASDAQ Stock Market®

Notification Form: Listing of Additional Shares

Please complete Parts I and II and only the applicable sections of Part III. See Part IV for a description of which notifications to NASDAQ® require this form. Part V contains information regarding the submission of this Notification. **Note:** For a reverse stock split, re-incorporation or change in the company's place of organization, the formation of a holding company and other similar exchange transactions, please use the *Notification Form: Substitution Listing Event*.

PART I: Company Information

COMPANY NAME Local.com Corporation

CONTACT NAME Douglas S. Norman

CONTACT TITLE CFO/Secretary

TELEPHONE 949-784-0800

FACSIMILE (949) 341-5396

E-MAIL DNorman@local.com

TRANSFER AGENT U.S. Stock Transfer Corporation

TELEPHONE 818-502-1404

FACSIMILE 818-502-0057

E-MAIL rcht@usstock.com

PART II: Security Information

1. Issue listed on:

☐ NASDAQ Global Select MarketSM ☐ NASDAQ Global MarketSM ☒ NASDAQ Capital Market[®]
2. NASDAQ Issue symbol: LOCM CUSIP*/CINS number: 53954R 10 5

*CUSIP Service Bureau can be reached at 212.438.6565.
3. Security class and description of NASDAQ-listed security: 2,356,900 shares of common stock, par value 0.00001 per share (the "Common Shares") and warrants to purchase approximately 942,760 shares of our common stock, par value 0.00001. Warrants to purchase approximately 471,380 shares of our common stock will be exercisable for 60 months after February 1, 2007 at an exercise price of \$7.89 ("Series A Warrants"). Warrants to purchase approximately 471,380 shares of our common stock will be exercisable for 72 months after February 1, 2007 at an exercise price of \$9.26 ("Series B Warrants," and together with the Series A Warrants, the "Warrants").

Include par or stated value, warrant expiration date and exercise price, unit components and separation date, face amount and interest rate on convertible debt, and other issue specific information.
4. Total shares outstanding before the plan(s)/issuance(s) (excludes Treasury stock): 11,784,656 (as of July 31, 2007)

Total shares outstanding after the plan(s)/issuance(s) (excludes Treasury stock): Approximately 14,141,556 upon closing and approximately 15,084,316 upon exercise of all the Warrants.
5. Type of plan(s)/issuance(s): Please check appropriate item(s) and complete applicable direction(s) in Part III. For all plans/issuances, appropriate supporting documentation is required (as described on page 5).

<input type="checkbox"/> Public Offering*	<input type="checkbox"/> Acquisition/Merger	<input type="checkbox"/> Employee Stock Purchase Plan
<input type="checkbox"/> Underwriting Fees	<input type="checkbox"/> Recapitalization	<input type="checkbox"/> Employee Savings or 401(k)
<input type="checkbox"/> Rights Offering	<input type="checkbox"/> Debt Conversion	<input type="checkbox"/> Amendment to Existing Plan
<input type="checkbox"/> Subscription Offering	<input type="checkbox"/> Preferred Stock Conversion	<input type="checkbox"/> Inducement Grant
<input type="checkbox"/> Exchange Offering	<input type="checkbox"/> Warrant Offering	<input type="checkbox"/> Professional Services Agreement

Exhibit
No. 85-15-08

LCL 000066

FINK & CARNEY
CERTIFIED STENOGRAPH REPORTERS

39 West 37th Street, 6th Floor NYC 10018 (212) 869-1500

Please provide the requested information on the type of plan/issuance in the appropriate section below.

A. Rights Offering/Subscription Offering

1. Record date: _____ Distribution date: _____
2. Expiration date: _____ Transferable? ☐ Yes ☐ No
3. Maximum number of underlying shares to be issued upon exercise of the rights:

4. Is this a dilution protection/shareholder rights plan ("poison pill")? ☐ Yes ☐ No

B. Stock Dividend/Forward Stock Split*

*The information provided below shall be deemed subject to immediate public disclosure unless clearly noted otherwise.

1. Declaration date: _____ Record date: _____
2. Amount of stock ratio/split per share: _____ Distribution date: _____
3. Qualified: ☐ Yes ☐ No (as defined under the provisions of The Jobs and Growth Tax Relief Reconciliation Act of 2003)
4. Post-split total shares outstanding (maximum): _____
5. Pre-split/dividend par value: _____ Post-split/dividend par value: _____
6. Method of settling fractional shares: _____
7. Post-split number of publicly-held shares: _____
8. Post-split number of round-lot holders: _____
9. Explanation of any conditions, which must be met for the transaction to become effective:

C. Stock Option/Purchase/Savings/Dividend Reinvestment Plan (or Subsequent Amendment)

1. Name of plan: _____
2. For a new plan, are any shares to be cancelled under an existing plan? ☐ Yes ☐ No
If yes, provide name of existing plan and state the number of shares to be cancelled:

3. For an amendment, which increases the number of authorized shares in an existing plan, please provide:
Total shares in original plan: _____
Total plan shares before this amendment: _____
Total shares added by this amendment: _____
Total shares after this amendment: _____

D. Private Placement

Note: If shares are being offered in connection with the acquisition of the stock or assets of another company, please complete Section E: "Acquisition."

1. Is this a derivative instrument (e.g., convertible preferred, convertible debenture, or warrant)?
☒ Yes ☐ No
If yes, please complete the following:
Conversion price: \$The Series A Warrants have an exercise price of \$7.89 and the Series B Warrants have an exercise price of \$9.26.

Is the conversion price fixed? ☒ Yes ☐ No

If no, then describe the conversion feature: _____

Is the conversion price at least the greater of the book or market value of the underlying security?

☒ Yes ☐ No

2. Is this an issuance of common stock? ☒ Yes ☐ No

If yes, please complete the following:

State the price per share: \$5.50

Is this price at least the greater of the book or market value of the underlying security?

☐ Yes ☒ No

3. State the date used to determine the price above (e.g. the date of issuance or the date that the definitive agreement(s) was signed). July 31, 2007

4. Name of the placement agent, if applicable: _____

5. Will the company issue stock for any placement fees associated with the action(s)?

☒ Yes ☐ No

If yes, please specify: In connection with the transaction, GunnAllen Financial Inc. ("GunnAllen") acted as the Company's placement agent. For payment for these services, the Company will pay GunnAllen fees of \$827,777 in cash, of which \$250,000 will be paid to Norman K. Farra Jr., a director of the Registrant and an employee of GunnAllen. In addition, the Company will issue GunnAllen warrants to purchase up to 46,063 shares of the Company's common stock at \$7.89 per share and warrants to purchase up to 46,063 shares of the Company's common stock at \$9.26 per share. In addition, the Company will issue Norman K. Farra Jr. warrants to purchase 19,930 shares of the Company's common stock at \$7.89 per share and warrants to purchase 19,930 shares of the Company's common stock at \$9.26 per share.

E. Acquisition

1. Describe the company or assets being acquired: _____

2. Describe the valuation of the shares to be issued: _____

F. Other Issuance/Change

Please use this space for issuances/changes not specified above (e.g., public offerings, issuances outside of a stock remuneration plan, etc.)

1. Type of Issuance/reason for change/effective date: _____

2. Will the company issue stock for any placement fees associated with the action(s)?

☐ Yes ☐ No

If yes, please specify: _____

3. Explanation of any conditions, which must be met for the transaction(s) to become effective:

Authorization by Corporate Officer

- | | | |
|---|---|---|
| <input type="checkbox"/> Regulation S Offering | <input type="checkbox"/> Warrant Exercise | <input type="checkbox"/> Litigation or Settlement |
| <input checked="" type="checkbox"/> Private Placement | <input type="checkbox"/> Forward Stock Split** | <input type="checkbox"/> Other: Please specify: _____ |
| <input type="checkbox"/> Placement Fees | <input type="checkbox"/> Stock Dividend | |
| <input type="checkbox"/> Future Priced Security | <input type="checkbox"/> Dividend Reinvestment Plan | |

*Companies conducting a Public Offering must complete the *Addendum: Pre-Offering Public Float*, which is attached to this form.

**For reverse stock splits, please use the *Notification Form: Substitution Listing Event*.

6. Maximum number of shares to be offered pursuant to the action(s):
3,299,660 shares of the Company's common stock (includes the common stock being issued and the common stock underlying the Warrants).
- 7a. Does the transaction require the company to issue any shares in the future above the amount listed here? (For example, an earn-out, anti-dilution, price protection or reset provision, or assumption of options or warrants.) ☒ Yes ☐ No
- 7b. Does any officer, director, employee, consultant or principal shareholder of the company have a direct or indirect interest in the transaction(s)? ☒ Yes ☐ No

If yes to 7a or 7b, provide complete details of such future issuance and/or insider interest. Attach a separate sheet if necessary.

7(a) The Warrants contain customary anti-dilution provisions.

7(b) In connection with the transaction, GunnAllen Financial Inc. ("GunnAllen") acted as the Company's placement agent. For payment for these services, the Company will pay GunnAllen fees of \$827,777 in cash, of which \$250,000 will be paid to Norman K. Farra Jr., a director of the Company and an employee of GunnAllen. In addition, the Registrant will issue Norman K. Farra Jr. warrants to purchase 19,930 shares of the Registrant's common stock at \$7.89 per share and warrants to purchase 19,930 shares of the Registrant's common stock at \$9.26 per share

8. For each action, identify the source and number of shares. Note: The aggregate number of shares listed in the categories below should equal the maximum number of shares to be offered pursuant to the action(s). (Refer to Part II, Question 6.) Please attach a separate sheet if necessary.

Shares offered by company: 3,299,660 (includes the shares underlying the Warrants)
 Shares offered by selling shareholders: _____

Treasury shares: _____ Shares purchased on the open market: _____

Date of approval for the action(s) by the board of directors: July 31, 2007

Date of approval for the action(s) by shareholders (if applicable): _____

Anticipated date of closing: August 1, 2007

Are there any changes to your NASDAQ listing or other relevant information (e.g., change in name, symbol, CUSIP number, par value, change of control, deletion of another listed company, etc.)? ☐ Yes ☒ No

If yes, please specify. Please attach a separate sheet if necessary. _____

PART III: Transaction Information

NAME Douglas S. Norman

TITLE Chief Financial Officer

SIGNATURE

Douglas S. Norman

DATE

8/1/07

PART IV: Notification Requirements

All companies listed on The NASDAQ Stock Market are required to file this *Notification Form: Listing of Additional Shares* prior to:

- the establishment of, or a material amendment to, a stock option plan, purchase plan or other equity compensation arrangement, pursuant to which stock may be acquired by officers, directors, employees, or consultants unless shareholder approval has been obtained;
- issuing securities that may result in the potential change in control of the issuer;
- issuing any common stock (or security convertible into common stock) in connection with the acquisition of the stock or assets of another company, if any officer or director or substantial shareholder of the issuer has a 5 percent or greater interest (or if such persons collectively have a 10 percent or greater interest) in the company to be acquired or in the consideration to be paid;*
- entering into a transaction that may result in the potential issuance of common stock (or securities convertible into common stock) greater than 10 percent of either the total shares outstanding or the voting power outstanding on a pre-transaction basis; or
- SEC Rule 10b-17 distributions:
 - stock split/stock dividend or reverse split**
 - other distribution in cash or in kind, including a dividend or distribution of any security (complete the *Notification Form: Cash Dividend/Distribution*)
 - subscription offering or rights offering/poison pill.

Note: If pre-transaction notification is not required, pursuant to the above requirements, then it also will not be required post-transaction. If there is an aggregate increase of any class of securities that exceeds 5 percent of the amount of the securities of the class outstanding as last reported on a Form 10-Q or 10-K or their equivalents, the company must also complete a *Notification Form: Change in the Number of Shares Outstanding*.

* A company should consider both direct and indirect interests when assessing the interests of officers, directors, and substantial shareholders.

** For reverse stock splits, please use the *Notification Form: Substitution Listing Event*.

PART V: Submission of Notification

Please provide one form for each class of security. More than one type of action for each class of security may be identified on one form. Please note in a cover letter if any of the required documentation, as noted below, has been filed with the Securities & Exchange Commission through its EDGAR System. Such documentation is not required to be submitted in hard copy form as part of the LAS submission.

A. Required Documentation

Please enclose one (1) copy of the following supporting documentation with this form.

- Cover letter briefly describing the transaction;
- The board resolution authorizing the plan, transaction, and/or issuance;
- Opinion of counsel (if available); and
- Applicable documentation:

<ul style="list-style-type: none"> ▪ prospectus ▪ proxy statement ▪ SEC registration statement ▪ plan of reorganization ▪ acquisition/merger agreement ▪ press release ▪ certificate of designation 	<ul style="list-style-type: none"> ▪ Form 8-K ▪ private placement circular/agreement ▪ copy of option/purchase/reinvestment/remuneration plan ▪ consent solicitation ▪ professional services agreement ▪ other relevant information
--	---

B. Timing

All notifications are required to be filed with NASDAQ 15 calendar days prior to the issuance of the common stock or the security convertible into common stock. Stock splits and dividends are required to be filed 10 calendar days prior to the record date, pursuant to SEC Rule 10b-17.

C. Fees

Please do not send payments with this notification. Listed companies* will be billed each quarter, and the fee will be calculated based on the company's TSO, or the total number of ordinary shares underlying the ADRs or ADS, as reported in its periodic reports filed with the SEC.

For domestic (U.S.) companies, the fee is based on the following schedule:

- Up to 49,999 total shares per quarter - No fee
- 50,000 or more total shares per quarter - \$5,000 or \$.01 per share, whichever is higher
- Annual fee cap - \$65,000

Non U.S. companies will be charged the LAS fee beginning with their first annual filing after January 1, 2008. The fee is based on the following schedule:

- Up to 49,999 total shares per year - No fee
- 50,000 or more total shares per year - \$5,000

* Companies that dually list their securities on the New York Stock Exchange and The NASDAQ Stock Market are not subject to the listing of additional shares fees. Companies that dually list on other securities exchanges must pay the applicable fees, as described in this section.

D. Submission of Filing

For all items reportable under SEC 10b-17 (Rights Offerings and Stock Dividends/Splits), send the Notification Form and supporting documentation to:

The NASDAQ Stock Market LLC
Listing Qualifications
Listing of Additional Shares
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8008
Fax: 301.978.8038*

and

The NASDAQ Stock Market LLC
Corporate Data Operations
80 Merritt Boulevard
Trumbull, CT 06611
Telephone: 203.375.9609
Fax: 203.385.6381*
E-mail: dividends@nasdaq.com

For all other transactions, send the Notification Form and supporting documentation to:

The NASDAQ Stock Market LLC
Listing Qualifications
Listing of Additional Shares
9600 Blackwell Road
Rockville, MD 20850
Telephone: 301.978.8008
Fax: 301.978.8038*

*You may fax the Notification Form, but please do not fax supporting documentation.

©February 2007, The Nasdaq Stock Market, Inc. All rights reserved. NASDAQ, The NASDAQ Stock Market and The NASDAQ Capital Market are registered trademarks of The Nasdaq Stock Market, Inc. The NASDAQ Global Select Market and The NASDAQ Global Market are service marks of The Nasdaq Stock Market, Inc.

The NASDAQ Stock Market®**Addendum: Pre-Offering Public Float**

The Securities and Exchange Commission's Regulation M governs the activities of underwriters, issuers, selling security holders and others in connection with offerings of securities. Regulation M is designed to prohibit activities that could artificially influence the market for the offered security, based on measures such as the dollar value of the average daily trading volume and the company's public float. Companies should complete this form to update its public float, in order to avoid unnecessary trading restrictions being placed on the distribution of its securities.

Public float for purposes of this form is calculated by subtracting from the total shares outstanding shares owned by officers, directors, and persons or entities with an ownership position of greater than 5% of the total shares outstanding ("Affiliates"). Shares owned by Affiliates do not include any convertible securities such as options, warrants, convertible notes and convertible preferred stock.

COMPANY NAME

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

ADDRESS

ADDRESS

TELEPHONE

FACSIMILE

E-MAIL

Issue listed on:

☐ NASDAQ Global Select MarketSM☐ NASDAQ Global MarketSM☒ NASDAQ Capital Market[®]

NASDAQ Symbol:

CUSIP*/CINS number:

*CUSIP Service Bureau can be reached at 212.438.6565.

Total Shares outstanding before the offering:

Shares held by Affiliates:

(Please attach a list of shareholders with ownership positions).

Public Float before the offering:

Date of Public Float calculation:

Authorization by Corporate Officer

OFFICER'S NAME

TITLE

OFFICER'S SIGNATURE

DATE

©February 2007, The Nasdaq Stock Market, Inc. All rights reserved. NASDAQ, The NASDAQ Stock Market and The NASDAQ Capital Market are registered trademarks of The Nasdaq Stock Market, Inc. The NASDAQ Global Select Market and The NASDAQ Global Market are service marks of The Nasdaq Stock Market, Inc.